A meeting of the Executive Committee of the Board of Trustees of the University of Vermont and State Agricultural College was held on Monday, July 11, 2011 at 1:00 p.m., in Room 107, Rowell Building.

MEMBERS PRESENT: Chair Robert Cioffi, Vice Chair Harry Chen, Bill Botzow, Ian Boyce*, Frank Cioffi, Daniel Fogel, Debbie McAneny*, Donna Sweaney and Mark Young

REPRESENTATIVES PRESENT: Faculty Representative Julie Roberts and Staff Council Representative Ida Russin*

MEMBERS ABSENT: Graduate Student Senate Representative Eduardo Cotilla-Sanchez, Student Government Association Representative Julian Golfarini, and Alumni Association Representative Ted Madden


PERSONS ALSO PARTICIPATING: Vice President for Legal Affairs and General Counsel Francine Bazluke, Vice President for Finance and Administration Richard Cate, Vice President for Federal, State and Community Relations Karen Meyer, Vice President for Development and Alumni Relations Richard Bundy, Vice President for Executive Operations Gary Derr, Vice President for Enrollment Management Chris Lucier, Vice President for Student and Campus Life Thomas Gustafson, Associate Provost for Curricular Affairs Brian Reed, Chief Internal Auditor Bill Harrison, Chief Compliance Officer Anna Drummond, and Karen McAndrew and Amy McLaughlin of Dinse, Knapp and McAndrew, P.C.

*By means of telephone

Chair Robert Cioffi called the meeting to order at 1:02 p.m. He welcomed Faculty Senate President Julie Roberts, who began her term July 1, and recognized this as her first meeting serving as a Committee representative.

Approval of Minutes

Chair Cioffi entertained a motion to approve the minutes from the June 13, 2011 meeting. The motion was made, seconded and it was voted to approve all minutes as presented.
Chair’s Report

Chair Cioffi advised the Board that, in anticipation of the Presidential Search Committee holding discussions concerning Presidential housing, he has appointed a Work Group of Trustees to look into current issues and to consider potential options. The Trustees appointed to this Work Group are Debbie McAneney (convener), Jeff Davis, Carolyn Branagan and Dale Rocheleau. The Work Group will hold its first meeting on July 12, at 9:00 a.m.

Chair Cioffi reported that the Presidential Search Committee has met twice since the May Board meeting. Although its next meeting will not be held until September, work will continue in the meantime. He indicated that a Leadership Profile is almost complete and advertisements for the position will be published in pertinent periodicals by the end of the month. The Committee has already received between 8 and 10 nominations, despite the fact that the position has yet to be publicized. The caliber of nominees has been encouraging thus far. At its meeting in September, the Committee will begin the first review of candidates. Candidates will be interviewed in person during the last week in November. Chair Cioffi noted that progress is occurring within the original timeline. He acknowledged the excellent job the Committee has done engaging the UVM and Vermont communities.

President’s Report

President Fogel reported that enrollment remains on track to enroll one of best classes in UVM history. Melt has been consistent with last year and there are strong data that retention figures are favorable. It appears that figures are behind for transfers, however, by about 50 students. He indicated that information collected after the drop/add date will be the final determinant of the success of this year’s enrollment process. He is fairly confident that figures will be within 60-70 students, plus or minus, of what was predicted, which will be a good outcome either way.

President Fogel provided a brief update of predicted figures for awards through sponsored programs. Historically, the annual figures of these awards run in the low $120 million range. In 2009, it reached $133 million and in 2010 the figure was $145.9 million, with these higher figures being due to ARRA funds and earmarks. Now that the ARRA Funds and earmarks are no longer, the figure was expected to return to the $115-119 million range. He was pleased to announce that, as of this morning, preliminary figures appear to be in the high $120 million range.

President Fogel also reported that the total private funds raised by the University during Fiscal Year 2011, were the highest yet. The total was over $29,000,000, compared to $28,600,000 in 2007.

He next acknowledged that the University did not receive the National Institute of Health’s (NIH) Clinical and Translational Science Award. The cut-off score for the award is 19, and the University had a 20. Although he expressed disappointment that the University did not receive the award, President Fogel was optimistic about future
prospects because NIH is making available a new award called the COBRA Institutional Development Award, a program infrastructure for clinical and translation research, for institutions in EPSCOR IDEA States. Funding is the same and the timetable is accelerated with the University’s submission due this fall.

President Fogel concluded his report by noting that the University was awarded the America East Academic Cup for the seventh consecutive year.

Action Items

Chair Cioffi invited Associate Provost for Curricular Affairs Brian Reed to introduce a resolution approving revisions to Natural Areas Regulations. Associate Provost Reed indicated the intention of this resolution is to update a resolution that was approved in 1974. The proposed revision reflects that the Environmental Program no longer reports directly to the Provost, but rather to the Dean of the Rubenstein School. The following resolution was presented for approval:

**Resolution Approving Revisions to Natural Areas Regulations**

RESOLVED, that the Board approves the proposed revisions to the Natural Areas Regulations, which are attached hereto as Appendix A.

A motion was made, seconded and unanimously voted to approve the resolution as presented.

Chair Cioffi invited Vice President for Finance and Administration Richard Cate to present a resolution approving a proposed transfer of bridge funding to the UVM Foundation. Vice President Cate explained that the UVM Foundation is scheduled to become fully operational on January 1, 2012. Between July 1 and December 31, 2011, the UVM Foundation will incur pre-operational expenses related to the performance of fundraising and alumni relations activities on behalf of the University. Vice President Cate and Vice President for Development and Alumni Relations (DAR) Richard Bundy have calculated that the Foundation will need $1 million to operate during this time. As a result, the Committee will be asked to authorize the transfer the $1 million from the FY 2012 general fund operating budget of DAR to the UVM Foundation to bridge these expenses until the Foundation is fully operational. The remaining FY 2012 general fund operating budget of DAR will be used to fulfill the terms of the memorandum of agreement and services agreement currently being negotiated between the University and the UVM Foundation.

The following resolution was presented for approval:

**Resolution Approving Transfer of Bridge Funding to the UVM Foundation**

WHEREAS, the University’s vision, as articulated in the Strategic Action Plan adopted by the University’s Board of Trustees in September 2008, is to be among the nation’s premier small research universities, preeminent in our
comprehensive commitment to liberal education, environment, health, and public service; and

WHEREAS, key strategies to fulfilling the vision include an intensified effort toward becoming more focused, efficient, and assertive in seeking new investment partners in both the public and private sectors; and

WHEREAS, the Board of Trustees has approved the creation of the UVM Foundation and the Foundation requires bridge funding to pay expenses through December 31, 2011;

NOW, THEREFORE BE IT RESOLVED, that the Vice President for Finance and Administration and University Treasurer, or his successor or designee, is hereby authorized to transfer the sum of $1,000,000 from the FY 2012 general fund operating budget of Development and Alumni Relations to the UVM Foundation, and that said funds will represent a portion of the total amount ultimately transferred to the Foundation in accordance with the memorandum of understanding and services agreement currently being negotiated by the parties; and,

BE IT FINALLY RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those people appointed to any of the positions heretofore mentioned, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

A motion was made and seconded to approve the resolution. An opportunity for questions was presented. Trustee Bill Botzow inquired who will be responsible for auditing of these funds once the Foundation is fully operational. Vice President Cate replied that an external audit will be conducted, and will be separate from the University’s external audit, although the latter will cover the Foundation as a component unit of the University. The Foundation’s audit will be reviewed as part of the University’s own audit. He also explained that the University’s Chief Internal Auditor will not be associated with the Foundation, there will be a working relationship if needed. Vice President Bazluke indicated that the University can compel an external audit of the Foundation, separate from its annual external audit, under a provision of the proposed Memorandum of Understanding between the two entities.

Trustee Mark Young asked how the $1 million would have been used if it had remained in DAR. Vice President Bundy indicated it likely would have been used for similar functions, such as staffing.

There being no further questions, the Committee unanimously voted to approve the resolution as presented.
Executive Session

At 1:20 p.m., the Chair entertained a motion to enter into executive session to discuss contracts and personnel. He reported that this initial session would be brief and that action was anticipated following, after which the Board would re-enter Executive Session for an extended period of time, with no action expected following the longer session. All in attendance were excused from the meeting with the exception of Vice Presidents Cate, Gustafson, Derr and Bazluke.

At 1:27 p.m., the meeting was reopened to the public. The following resolution was presented for approval:

**Resolution Approving Appointments to the Fletcher Allen Health Care Chief Executive Officer Search Committee**

RESOLVED, that the Executive Committee approves the appointment of Fredrick Morin, Dean of the College of Medicine, Patricia Prelock, Dean of the College of Nursing and Health Sciences and Carl Lisman, Emeriti Trustee, to the Fletcher Allen Health Care Chief Executive Officer Search Committee.

A motion was made, seconded, and voted unanimously to approve the resolution as presented.

At 1:28 p.m., the Chair entertained a motion to re-enter executive session to consider collective bargaining, personnel, the evaluation of a public officer and contracts. He reported that the session would last approximately two hours. All in attendance were excused from the meeting with the exception of Vice Presidents Cate, Gustafson, and Derr and Bazluke. President Fogel was excused following the first segment of the Session. Chief Internal Auditor Bill Harrison and Chief Compliance Officer Anna Drummond were invited for the next segment of the Session, after which Auditor Harrison and Vice President Cate were excused. Karen McAndrew and Amy McLaughlin participated for the next three segments of the Session. All persons were excused, with the exception of Trustees, from the last segment of the Session.

Other Business

The meeting was re-opened to the public at 3:30 p.m.

Adjournment

There being no further business, the meeting was adjourned.

Respectfully submitted,

Robert F. Cioffi, Chair
Appendix A

UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE
BOARD OF TRUSTEES
NATURAL AREAS REGULATIONS

1. Specific designation of the uses of these areas compatible with the preservation of their natural character. Such uses to include class study and research, and public enjoyment by the University and community, including the following regulations on such uses:

A. Collecting or damaging plants or animals; collecting cultural objects, soil, or other material; or the introduction or release of any animal or plant for teaching or research may occur only after application, and receipt of written permission from, the Director of The Environmental Program if deemed compatible with the primary purposes of protecting the natural character of these areas.

B. Research and educational activities are permitted with the knowledge and consent of the Director of The Environmental Program under such restrictions as may be necessary to protect the area or to prevent interference with ongoing research and educational programs.

C. Public access and use of the area is permitted for hiking, snowshoeing, recreational cross-country skiing, educational purposes and enjoyment subject to the following regulations.

D. In the interest of protecting these areas for the above stated uses and for the primary objective of preserving them in a natural state, the following uses are prohibited:

1) All motorized vehicles—tracked or wheeled—including cars, trail bikes, motorcycles, snowmobiles, and all-terrain vehicles.
2) Fires, fireworks, and explosives.
3) Discharge of firearms, except on areas designated for hunting during legal seasons.
4) Overnight camping and organized non-educational group events.
5) Dumping or disposal of any material.
6) Altering of stream beds and banks, or the damming or diverting of any stream.
7) Removal of any material, except as specified above (1-A).
8) Tampering with any structure, instrument, or markers.
9) These prohibitions may be waived, by the Director of the Environmental Program, only for urgent reasons of public health and safety.

2. Signs are to be erected at all entrances to these areas and on exterior boundaries as necessary to inform the public of the designation of these areas and the restrictions placed upon them for use.
3. Barriers are to be erected across access roads and trails and fencing erected, where appropriate, to prevent violations of use from occurring.

4. Minimal trail improvements and the erection of appropriate interpretive signs may be accomplished as necessary for the protection of the areas and educational purposes only.

5. The Director of the Environmental Program will recommend to the Academic Vice President. With the advice of the Dean of the School of Natural Resources, the Provost and Senior Vice President may from time to time recommend for consideration by the Board additional regulations deemed necessary to carry out the intent of this Resolution for consideration by the Board of Trustees, and recommend budget appropriations necessary to implement essential management programs.

6. The Director of the Environmental Program will recommend to the Academic Vice President. The Dean of the School of Natural Resources will recommend to the Provost and Senior Vice President the appointment of appropriate individuals or committees from the University community and the public to advise in the administration of these areas.

*Adopted by the Board of Trustees: April 20, 1974*

*Approved as revised by the Executive Committee: July 11, 2011*